



VISHAL FABRICS LIMITED
(CIN: L17110GJ1985PLC008206)

Regd. Office: Ranipur Narol Road, Ahmedabad – 382 405
Phone: +91 - 79 - 25353977/78/79/80; Fax: +91 - 79 - 25353981
E-mail: cs.vfl@chiripalgroup.com; Website: www.vishalfabricsltd.com

NOTICE

NOTICE is hereby given that an **Extra-ordinary General Meeting** of the members of **Vishal Fabrics Limited** (“the Company”) will be held on **Saturday, 19th day of May, 2018** at **03:00 P.M.** at Chiripal Bungalow, Beside Hira rupa Hall, Opposite Landmark Hotel, Bopal, Ambli Road, Ahmedabad - 380058 to transact the following business:

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill casual vacancy:

To consider and, if thought fit, to pass, with or without modification(s), to pass the following resolution(s) as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and as recommended by the Board of Directors of the Company, **M/s. Abhishek Kumar & Associates**, Chartered Accountants, Ahmedabad (ICAI Registration No. FRN.: 130052W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. Nahta Jain & Associates**, Chartered Accountants having FRN.: 106801W.”

“**RESOLVED FURTHER THAT M/s. Abhishek Kumar & Associates**, Chartered Accountants, having FRN: 130052W, be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with Auditors.”

For and on behalf of Board of Directors of
Vishal Fabrics Limited

Sd/-

Brijmohan D. Chiripal
Managing Director
(DIN: 00290426)

Place: Ahmedabad

Date : 24.03.2018

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with regard to the Special Business is appended.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The instrument appointing the proxy, duly completed must be deposited at the registered office of the Company at least 48 hours before the Commencement of the meeting. A blank proxy form is attached.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed and signed) to the Meeting.
6. Queries proposed to be raised at the Extra-Ordinary General Meeting may be sent to the Company at least seven days prior to the date of the EGM to enable the management to compile the relevant information to reply the same in the meeting.
7. Corporate Members are requested to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the EGM.
8. The Members are requested to notify immediately any change of address
 - I. To their Depository Participants (DPs) in respect of their electronic share accounts and
 - II. To the Company’s Registrar, Link In time India Pvt. Ltd in respect of their physical share folios, if any, quoting their folio number



9. The Members are informed that the Company is sending Notice of Extra-ordinary General Meeting through e-mail to those members who have registered their e-mail ID with the Company/ RTA of the Company. The Members may also note that the Notice of Extra-ordinary General Meeting will also be available on the Company's website www.vishalfabricsltd.com for their download.
10. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing a facility to its members to exercise their votes electronically through the remote e-voting facility arranged by Central Depository Services (India) Limited ("CDSL") for all items of business as set out in the notice of the EGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions. The facility for voting through ballot/poll paper will also be made available at the EGM and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through voting by ballot/poll paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again. The Board of Directors has appointed Mr. Jatin Kapadia COP Number 12043 Practising Company Secretaries as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
11. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional.
12. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
13. The procedure and instructions for remote e-voting is furnished in this notice.
14. The instructions electronic voting (e-voting) are as under: Instructions for remote e-voting:
 - The voting period commences on 9:00 a.m. on Wednesday, 16th May, 2018 and ends on 5.00 p.m. on Friday, 18th May, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which has been fixed as Saturday, 12th May, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. |
| DOB | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. |
| Dividend Bank Details | If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant **Vishal Fabrics Limited** on which you choose to vote.



- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL’s mobile app - CDSL m-Voting available for iphone as well as android and windows based mobiles. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut Off date i.e. 12th May, 2018, may obtain the login ID and password by sending a request in writing at helpdesk.evoting@cdslindia.com.
- However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evotingindia.com.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the EGM through ballot paper.

Mr. Jatin Kapadia, COP Number 12043, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” / “Polling Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the Extra-ordinary General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 12th May, 2018.

The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.vishalfabricsltd.com and on the website of the CDSL within two days of the passing of the resolutions at the Extra Ordinary General Meeting of the Company, and communicated to Stock Exchanges.

For the convenience of the members, a route map indicating the EGM venue is annexed to this notice. The Notice of the EGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent to all members by Registered Post/Speed Post.

For and on behalf of Board of Directors of
Vishal Fabrics Limited
Sd/-
Brijmohan D. Chiripal
Managing Director
(DIN: 00290426)

Place: Ahmedabad
Date : 24.03.2018



ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013

M/s. Nahta Jain & Associates, Chartered Accountants, having FRN.: 106801W, has tendered their resignation from the position of Statutory Auditors due to preoccupancy of work, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board of Directors in meeting held on 24th March, 2018 proposes that **M/s. Abhishek Kumar & Associates**, Chartered Accountants, Ahmedabad (ICAI Registration No. FRN.: 130052W) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. Nahta Jain & Associates**, Chartered Accountants.

M/s. Abhishek Kumar & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

For and on behalf of Board of Directors of
Vishal Fabrics Limited

Place: Ahmedabad
Date : 24.03.2018

Sd/-
Brijmohan D. Chiripal
Managing Director
(DIN: 00290426)



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ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

For Demat Shares

For Physical Shares

| | |
|------------|----------------|
| DP ID: | FOLIO NO.: |
| CLIENT ID: | NO. OF SHARES: |

Name and Address of Shareholder: _____

I hereby record my presence at the Extra- Ordinary General Meeting of the Company to be held on Saturday, 19th Day of May, 2018 at 3:00 P.M. at Chiripal Bungalow, Beside Hira rupa Hall, Opposite Landmark Hotel, Bopal, Ambli Road, Ahmedabad – 380058.

 Signature of the Shareholder or Proxy
 (To be signed at the time of handing over this slip)

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FORM MGT – 11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
 of the Companies (Management and Administration) Rules, 2014]

PROXY FORM

| | |
|----------------------|----------------------|
| Name of member(s) : | Email Id : |
| Registered Address : | Folio No/Client ID : |
| | DP ID : |

I/We, being a member(s) of _____ shares of Vishal Fabrics Limited, hereby appoint:

| | | |
|-----------------|----------|--------------------------------|
| Name Address | Email-ID | Signature : or falling him/her |
| Name Address | Email-ID | Signature : or falling him/her |
| Name Address | Email-ID | Signature |

as my / our proxy to attend and vote (on a poll) for me / us on my / our behalf at the Extra ordinary General Meeting of the Company to be held on Saturday, 19th Day of May, 2018 at 3:00 P.M. at the Corporate office of the Company situated at Chiripal Bungalow, Beside Hira rupa Hall, Opposite Landmark Hotel, Bopal, Ambli Road, Ahmedabad – 380 058 and any adjournment thereof in respect of such resolutions as are indicated below:

| S.N. | RESOLUTIONS | For | Against |
|------|---|-----|---------|
| 01. | Appointment of Statutory Auditors to fill casual vacancy. | | |

Signed this _____ day of _____, 2018

Signature of shareholder _____

| |
|------------------------------------|
| Affix Re. 1 Revenue Stamp |
|------------------------------------|

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
 ** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.



Route Map for Venue of Extra- ordinary General Meeting (“EOGM”)
VISHAL FABRICS LIMITED



If Undelivered please return to :

VISHAL FABRICS LIMITED
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